

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FOUNDRY NETWORKS, INC.,)	
a Delaware Corporation,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No. 06-470-SLR
)	
ALCATEL USA RESOURCES, INC.)	
a Delaware Corporation,)	(JURY TRIAL DEMANDED)
ALCATEL INTERNETWORKING, INC.)	
a California Corporation)	
COMPAGNIE FINANCIÈRE ALCATEL)	
a French Corporation, and)	
ALCATEL S.A.,)	
a French Corporation,)	
)	
Defendants.)	

DECLARATION OF RICHARD P. CAMPBELL IN SUPPORT
OF ALCATEL S.A.'S AND COMPAGNIE
FINANCIÈRE ALCATEL'S MOTION TO DISMISS

I, Richard P. Campbell, declare as follows:

1. My name is Richard P. Campbell. I am over the age of eighteen years, of sound mind, and competent in all respects to make this Declaration. I have personal knowledge of the following facts.

2. I am employed by Alcatel USA Resources, Inc. ("Alcatel Resources"). I am the Vice President, Tax for Alcatel Resources and also for Alcatel Internetworking, Inc. ("AII").

3. Alcatel Resources' and AII's financial results are consolidated with Alcatel USA, Inc.'s financial results for financial reporting purposes; however, Alcatel Resources and AII each maintain their own separate financial information.

RC 10/10/06

4. Alcatel Resources and AII file a consolidated federal income tax return as subsidiaries of Alcatel USA, Inc. and that return is separate from any tax return filed by Alcatel (France) or CFA. Alcatel Resources and AII each also file state income tax returns, which are separate from Alcatel USA, Inc., Alcatel (France) and CFA.

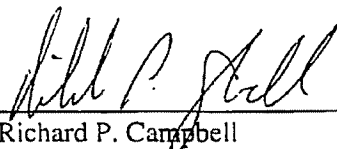
5. Alcatel Resources and AII each finance their business from their own operations. To the extent financing is needed, they obtain it from Alcatel USA Sourcing, LP, which is a partnership that is wholly owned indirectly by Alcatel USA, Inc.

6. AII's revenues as of December 31, 2005 were approximately \$176 million.

7. Alcatel (France) and CFA do not direct the day-to-day activities of Alcatel Resources or AII. Daily decisions and operations are handled at the local level by the officers and managers of Alcatel Resources and AII.

I declare under penalty of perjury under the laws of the United States of America that the foregoing statements are true and correct.

Executed on 10/10/06


Richard P. Campbell

CERTIFICATE OF SERVICE

I, John W. Shaw, Esquire, hereby certify that on October 11, 2006, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Philip A. Rovner, Esquire
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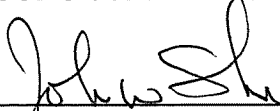
I further certify that on October 11, 2006, I caused a copy of the foregoing document to be served by hand delivery on the above-listed counsel of record and on the following non-registered participants in the manner indicated:

BY E-MAIL ON OCTOBER 11, 2006
AND U.S. MAIL ON OCTOBER 12, 2006

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